

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

WINC, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 22-11238 (LSS)

(Jointly Administered)

Ref. Docket Nos. 47 and 168

**CERTIFICATION OF COUNSEL SUBMITTING *REVISED*
ORDER AUTHORIZING (I) THE SALE OF THE DEBTORS' ASSETS FREE
AND CLEAR OF ALL LIENS, CLAIMS, ENCUMBRANCES, AND OTHER
INTERESTS; (II) THE DEBTORS TO ENTER INTO AND PERFORM THEIR
OBLIGATIONS UNDER THE PROJECT CRUSH ACQUISITION CORP LLC ASSET
PURCHASE AGREEMENT AND RELATED DOCUMENTS; (III) THE DEBTORS TO
ASSUME AND ASSIGN CERTAIN CONTRACTS AND UNEXPIRED LEASES;
(IV) WAIVER OF THE STAY PERIODS UNDER BANKRUPTCY RULES
6004(h) AND 6006(d); AND (V) GRANTING RELATED RELIEF**

On December 7, 2022, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed the *Debtors’ Motion for Entry of (A) an Order (I) Approving Bidding Procedures in Connection with the Sale of the Debtors’ Assets and Related Bid Protections, (II) Approving Form and Manner of Notice, (III) Scheduling Auction and Sale Hearing, (IV) Authorizing Procedures Governing Assumption and Assignment of Certain Contracts and Unexpired Leases, and (V) Granting Related Relief; and (B) an Order (I) Approving Purchase Agreements, and (II) Authorizing a Sale Free and Clear of All Liens, Claims, Encumbrances, and Other Interests* [Docket No. 47] (the “Motion”) with the United States Bankruptcy Court for the District of Delaware (the “Court”).

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Winc, Inc. (8960); BWSC, LLC (0899); and Winc Lost Poet, LLC (N/A). The Debtors’ mailing address for purposes of these chapter 11 cases is 12405 Venice Boulevard, Box #1, Los Angeles, CA 90066.

On January 12, 2023, the Debtors filed that certain *Notice of Filing of Proposed Sale Order* [Docket No. 168] (the “Proposed Sale Order”).

On January 17, 2023, the Court held a hearing (the “Hearing”) to consider, among other things, the Motion and the relief requested therein with respect to approval of the Sale. During the Hearing, the Court indicated that it would grant the requested relief, as modified and discussed on the record, subject to submission of a revised form of the Proposed Sale Order (the “Revised Proposed Sale Order”). The Debtors have circulated the Revised Proposed Sale Order to the Office of the United States Trustee for the District of Delaware, counsel for the DIP Lender and Stalking Horse Bidder, proposed counsel for the Committee, counsel for the Prepetition Secured Lender, and counsel for certain lien claimants, and confirmed that such parties do not object to its entry.

Accordingly, the Debtors hereby submit the Revised Proposed Sale Order attached hereto as **Exhibit 1**,² and respectfully request that the Court enter the Further Revised Proposed Order at its earliest convenience without further notice or a hearing.

[Signature page follows]

² For ease of reference, attached hereto as **Exhibit 2** is a copy of the Revised Proposed Sale Order marked against the Proposed Sale Order, including all applicable exhibits.

Dated: January 18, 2023
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Allison S. Mielke

Michael R. Nestor (No. 3526)

Matthew B. Lunn (No. 4119)

Allison S. Mielke (No. 5934)

Joshua B. Brooks (No. 6765)

Shella Borovinskaya (No. 6758)

Rodney Square

1000 North King Street

Wilmington, Delaware 19801

Telephone: (302) 571-6600

Facsimile: (302) 571-1253

Email: mnestor@ycst.com

mlunn@ycst.com

amielke@ycst.com

jbrooks@ycst.com

sborovinskaya@ycst.com

*Counsel to the Debtors and
Debtors in Possession*